

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

SCANSOFT, INC.,

Plaintiff,

V.

VOICE SIGNAL TECHNOLOGIES, INC.,
LAURENCE S. GILICK, ROBERT S.
ROTH, JONATHAN P. YAMRON, and
MANFRED G. GRABHERR,

Defendants.

Civil Action No. 04-10353 PBS

DECLARATION OF MATTHEW D. POWERS

I, Matthew D. Powers, declare that the following is true and correct under penalty of perjury, pursuant to 28 U.S.C. §1746:

1. I am admitted to practice in the US Supreme Court; Federal Circuit; Second Circuit; Fifth Circuit; Seventh Circuit; Ninth Circuit; Northern, Eastern, Central and Southern Districts of California; Southern District of Texas; Northern District of Indiana; and, the District of Arizona.

2. I am in good standing in every jurisdiction in which I have been admitted to practice.

3. There are no disciplinary proceedings pending against me in any court or jurisdiction.

4. I am familiar with the Local Rules for the United States District Court for the District of Massachusetts.

Dated: May 22, 2006

A handwritten signature in black ink, consisting of stylized, cursive letters, positioned above a solid horizontal line.

Matthew D. Powers, Esq.
Weil, Gotshal & Manges
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Redwood Shores, California 94065

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